

**Quarterly Compliance Report on Corporate Governance
Under Clause 49 of Listing Agreement**

Name of the Company: Delta Leasing and Finance Limited
Quarter ending on: 31st December, 2012

	Particulars	Clause of Listing Agreement	Compliance status (Yes/No)	Remarks
I	Board of Directors	49 I		
(A)	Composition of Board	49(IA)	Yes	-
(B)	Non-executive directors' compensation & disclosure	49(IB)	Yes	No Remuneration being paid to any non-executive director except sitting fees
(C)	Other provisions as to Board and Committees	49(IC)	Yes	The Board has reviewed periodically the status of legal compliances and steps taken to rectify instances of non-compliance.
(D)	Code of Conduct	49(ID)	Yes	The Code of Conduct applies to all Directors and employees, and the same have been posted on the website of the company.
II	Audit Committee	49 II		-
(A)	Qualified & Independent Audit Committee	49(IIA)	Yes	-
(B)	Meeting of Audit Committee	49(IIIB)	Yes	-
(C)	Powers of Audit Committee	49(IIIC)	Yes	-
(D)	Role of Audit Committee	49 (IID)	Yes	-
(E)	Review of information by Audit Committee	49 (IIE)	Yes	-
III	Subsidiary companies	49 III	N.A.	-
IV	Disclosures	49 IV		-
(A)	Basis of Related Party transactions	49 (IVA)	Yes	-
(B)	Disclosure of Accounting treatment	49 (IVB)	Yes	-
(C)	Board Disclosures-Risk management	49 (IVC)	Yes	-
(D)	Proceeds from Public Issues, rights issues, preferential issues etc	49 (IVD)	No	-
(E)	Remuneration of Directors	49 (IVE)	Yes	-
(F)	Management	49 (IVF)	Yes	-
(G)	Shareholders	49 (IVG)	Yes	-

VI	Report on Corporate Governance	49 VI	Yes	Annual Corporate Governance report already forms part of Annual Report. Quarterly compliance reports are regularly submitted to Stock Exchanges.
VII	Compliance	49 VII	Yes	Auditors' certificate on compliance of the conditions of corporate governance is included in the Annual Report.
V	CEO/CFO Certification	49 V	Yes	-

For Delta Leasing and Finance Limited

**Sd/-
(Simran Kaur Kharbanda)
Company Secretary**